



**CERTIFICATE OF INCORPORATION
OF**

MIKE RUSSELL CONSTRUCTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 27, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
MIKE RUSSELL CONSTRUCTION, INC.

16

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MIKE RUSSELL CONSTRUCTION, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to perform construction work and general contracting together with the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate amount of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) all of one class, One Dollar (\$1.00) par value.

FIFTH: Provisions denying preemptive rights are:
NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is P.O. Box 384, St. Maries, Idaho 83861, 1 1/2 miles east on the St. Joe Road, St. Maries, Idaho, and the name of its initial registered agent at such address is Michael B. Russell.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME:

Michael B. Russell

Denise J. Russell

ADDRESS:

P.O. Box 384
St. Maries, Idaho 83861

P.O. Box 384
St. Maries, Idaho 83861

NINTH: The name and address of each incorporator is:

NAME:

Michael B. Russell

ADDRESS

P.O. Box 384
St. Maries, Idaho 83861

DATED this 20th day of December, 1985.

Michael B. Russell
MICHAEL B. RUSSELL

STATE OF IDAHO)
) ss.
County of Benewah)

On this 20th day of December, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared MICHAEL B. RUSSELL, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Karen M. Robinson
Notary Public in and for Idaho
Residing at: St. Maries, Idaho
Commission expires: 9/6/91